

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY
Caption in compliance with D.N.J. LBR 9004-2(c)

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In re:

BERGENFIELD SENIOR HOUSING, LLC,
Debtor.

Case No.: 13-19703-MS

Chapter 11

Judge: Morris Stern, U.S.B.J.

**THIRD NOTICE OF MODIFICATIONS AND/OR
EXTENSIONS TO DEADLINES IN MODIFIED BID PROCEDURES**

TO: ALL PARTIES IN INTEREST:

PLEASE TAKE NOTICE AS FOLLOWS:

1. On July 30, 2013, the Bankruptcy Court entered the Order (I) Approving Bid Procedures for the Sale of Substantially All of the Debtor's Assets and (II) Approving the Form and Scope of Notice of the Bid Procedures (the "Bid Procedures Order") [Doc. No. 69].

2. Through the Bid Procedures Order, the Court approved the Modified Bid Procedures, as defined therein.

3. Paragraph E of the Bid Procedures Order provides that "[t]he Debtor is authorized to modify and/or extend the deadlines set forth in the Modified Bid

Procedures, including those set forth in the form of Asset Purchase Agreement, as the Debtor may deem warranted in its reasonable business judgment.”

4. On September 27, 2013, the Debtor filed a Notice of Modifications and/or Extensions to Deadlines in Bid Procedures (the “First Bid Procedures Extension Notice”), providing for the extension of certain deadlines under the Bid Procedures Order.

5. On October 11, 2013, the Debtor filed a Second Notice of Modifications and/or Extensions to Deadlines in Bid Procedures (the “Second Bid Procedures Extension Notice”), providing for the extension of certain deadlines in the form of Agreement of Sale, attached as Schedule 1 to the Bid Procedures, to conform to the extended deadlines as set forth in the First Bid Procedures Extension Notice.

6. The Debtor, in its reasonable business judgment, has determined to further extend the deadlines set forth in the Bid Procedures and in the form of Agreement of Sale, to accommodate a revised schedule in seeking confirmation of the Debtor’s proposed chapter 11 plan, which will provide for the sale contemplated in the Bid Procedures.

7. Attached hereto as Exhibit A is a revised form of Agreement of Sale, modified as set forth below. A “redline” reflecting changes from the revised form of Agreement of Sale submitted with the Second Bid Procedures Extension Notice is attached as Exhibit B hereto.

8. The Debtor is serving notice of these changes, by sending a copy of this Notice by regular mail, electronic transmission and/or facsimile transmission, to 1) the Debtor’s secured creditors; 2) the Debtor’s top-20 unsecured creditors; 3) all parties requesting notices pursuant to Fed. R. Bankr. P. 2002; 4) the Office of the United States

Trustee; and 5) all persons known to the Debtor who have expressed an interest in acquiring the Debtor's assets, including all persons who have executed a confidentiality agreement pursuant to the Modified Bid Procedures.

NOW, THEREFORE, pursuant to the Debtor's reasonable business judgment, the deadlines in the Bid Procedures and in the form of Agreement of Sale are hereby modified and/or extended as follows:

Bid Procedures Deadlines:

A. The Bid Deadline, as described in paragraph 10 of the Modified Bid Procedures, is hereby extended until **December 11, 2013**, at 4:00 p.m. (prevailing Eastern Time).

B. The deadline for the Debtor to make a determination regarding whether a Bid is a Qualified Bid and to notify Potential Bidders whether their Bids have been determined to be Qualified Bids shall be by no later than 4:00 p.m. (prevailing Eastern Time) on **December 13, 2013**.

C. If more than one Qualified Bids are received, an Auction will be held on **December 16, 2013**. Notice of such Auction shall be provided as set forth in the Modified Bid Procedures by **December 13, 2013**.

D. All other deadlines and provisions set forth in the Modified Bid Procedures shall remain unchanged hereby.

Agreement of Sale and Plan Confirmation Milestones:

E. The deadline for the Debtor to obtain an order confirming the Plan (a "Confirmation Order") is hereby extended until **January 31, 2014**.

F. The deadline for the Confirmation Order to become a final order is hereby extended until February 17, 2014.

G. The date before which the successful purchaser shall not be required to close is hereby extended until February 28, 2014.

H. The date on which either the Debtor or successful purchaser may terminate if closing has not occurred is hereby extended until March 28, 2014.

I. The date on which the Escrow Agent may deliver the Deposit to Purchaser if neither a 363 Sale Order or Confirmation Order has become a final order is hereby set as March 28, 2014.

J. Other than as specifically set forth herein, the form of Agreement of Sale shall remain materially unchanged hereby.

McELROY, DEUTSCH, MULVANEY
& CARPENTER, LLP
Attorneys for Debtor

Date: November 1, 2013

By: /s/ Aaron S. Applebaum
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